

This document is a courtesy translation into English of the Board of Directors' Report on the proposed amendments to the Bylaws. In case of any discrepancies between the English and the Italian version, the Italian version shall prevail.



**EXPLANATORY REPORT  
OF THE BOARD OF DIRECTORS OF BANCO BPM S.P.A. ON ITEM 9)  
OF THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING**

(Drawn up pursuant to Art. 125-ter of Italian Legislative Decree no. 58 of 24 February 1998, as amended and supplemented, and pursuant to Art. 84-ter of the Regulation adopted by Consob Resolution no. 11971 of 14 May 1999, as amended and supplemented)

**Ordinary Shareholders' Meeting of 20 April 2023**

**Explanatory report of the Board of Directors of Banco BPM S.p.A. on item 9) of the agenda of the Ordinary Shareholders' Meeting called for 20 April 2023, on single call, in relation to: "Determination of remuneration for members of the Board of Directors"**

Dear Shareholders,

in addition to the appointment of members of the Board of Directors for the years 2023-2024-2025, the Shareholders' Meeting, with reference to item 9) of the agenda, is called to resolve on the determination of the annual remuneration due to members of the Board of Directors for their entire term of office, i.e. until the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2025.

In this respect, please note that, as envisaged in Art. 21 of the Articles of Association, all members of the Board of Directors are due – aside from reimbursement of expenses incurred due to their office – a fixed annual remuneration for the full term of office, established by the Shareholders' Meeting at the time of their appointment. If not specified by the Shareholders' Meeting at the time of approval, the distribution of remuneration is established by the Board of Directors.

It should be remembered that the Shareholders' Meeting of 4 April 2020, which appointed the outgoing Board of Directors, resolved - in continuity with the remuneration awarded to the directors of Banco BPM for the years 2017-2018-2019, at the time of the merger of the former Banco Popolare and former Banca Popolare di Milano - to award each member of the Board of Directors of Banco BPM, for the entire term of office (the years 2020-2021-2022), a fixed gross annual remuneration of Euro 110,000.00 to be paid pro-rata in relation to the actual term in office, in addition to the reimbursement of expenses incurred due to their office, a third-party liability insurance policy and a cumulative occupational accident policy.

Also note that, for Directors holding special offices, pursuant to Art. 22 of the Articles of Association, the Board of Directors, on the basis of proposals formulated by the Remuneration Committee and having obtained the opinion of the Board of Statutory Auditors, determines the amount of emoluments to be paid, pursuant to Art. 2389, paragraph 3 of the Italian Civil Code.

Now, therefore, it is proposed to award each member of the Board of Directors, to be appointed for the years 2023-2024-2025, a remuneration in line with that resolved by the Shareholders' Meeting of 4 April 2020 - in addition to the reimbursement of expenses incurred due to their office and, similarly to that also resolved by the aforementioned Shareholders'

Meeting, a third-party liability insurance policy and a cumulative occupational accident policy - to be paid pro-rata in relation to the actual term in office. The amount of remuneration to be proposed to the Shareholders' Meeting is determined in accordance with the approval of the remuneration policy by the administrative body, pursuant to Art. 123-ter of Italian Legislative Decree 58/1998.

\* \* \*

Given all of the above, we invite you to adopt the following resolution:

*"The Ordinary Shareholders' Meeting of Banco BPM S.p.A., having examined the Explanatory Report of the Board of Directors made available to the public in the forms and methods required by applicable laws,*

*resolves*

- *to award each member of the Board of Directors, for the years 2023-2024-2025, a gross annual remuneration of Euro 110,000 - in addition to the reimbursement of expenses incurred due to their office, a third-party liability insurance policy and a cumulative occupational accident policy - to be paid pro-rata in relation to the actual term in office;*
- *to delegate all powers to the Board of Directors and, on its behalf, to the Chairman and Chief Executive Officer, separately and with sub-delegation option, as necessary or appropriate for the implementation of this resolution."*

Verona, 7 March 2023

The Board of Directors